

**UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF NORTH CAROLINA**

STEPHEN BUSHANSKY, On Behalf of Himself and  
All Others Similarly Situated,

Case No. 3:17-cv-00422-MOC-DSC

Plaintiff,

v.

CAPITAL BANK FINANCIAL CORP., R.  
EUGENE TAYLOR, MARTHA M. BACHMAN,  
RICHARD M. DEMARTINI, PETER N. FOSS,  
WILLIAM A. HODGES, SCOTT B.  
KAUFFMAN, OSCAR A. KELLER III, MARC D.  
OKEN, ROBERT L. REID, and WILLIAM G.  
WARD SR.,

Defendants.

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PAUL PARSHALL, On Behalf of Himself  
and All Others Similarly Situated,

Case No. 3:17-CV-00428-MOC-DSC

Plaintiff,

v.

CAPITAL BANK FINANCIAL CORP., R.  
EUGENE TAYLOR, MARTHA M.  
BACHMAN, RICHARD M. DEMARTINI,  
PETER N. FOSS, WILLIAM A. HODGES,  
SCOTT B. KAUFFMAN, OSCAR A.  
KELLER III, MARC D. OKEN, ROBERT L.  
REID, WILLIAM G. WARD SR., FIRST  
HORIZON NATIONAL CORPORATION,  
and FIRESTONE SUB, INC.,

Defendants.

CATHERINE McNAMARA, individually and on behalf of all others similarly situated,

Plaintiff,

v.

CAPITAL BANK FINANCIAL CORP., R. EUGENE TAYLOR, MARTHA M. BACHMAN, RICHARD M. DEMARTINI, PETER N. FOSS, WILLIAM A. HODGES, SCOTT B. KAUFFMAN, OSCAR A. KELLER III, MARC D. OKEN, ROBERT L. REID, and WILLIAM G. WARD, SR.,

Defendants.

Case No. 3:17-CV-00439-MOC-DSC

**STIPULATION AND [PROPOSED] CONSENT ORDER CONSOLIDATING ACTIONS, ESTABLISHING RESPONSIVE PLEADINGS DEADLINES, AND ESTABLISHING AN ORGANIZATIONAL STRUCTURE FOR PLAINTIFFS**

WHEREAS, on July 17, 2017, Plaintiff Stephen Bushansky filed a Class Action Complaint in Case No. 3:17-cv-00422-MOC-DSC (the “First Action”);

WHEREAS, on July 19, 2017, Plaintiff Paul Parshall filed a Class Action Complaint for Violation of the Securities Exchange Act of 1934 in Case No. 3:17-cv-00428-MOC-DSC (the “Second Action”);

WHEREAS, on July 25, 2017, Plaintiff Catherine McNamara filed a Class Action Complaint for Violation of Federal Securities Laws in Case No. 3:17-CV-00439-MOC-DSC (the “Third Action”);

WHEREAS, the First Action, the Second Action and the Third Action (together, the “Actions”) arise out of the same set of facts involving the proposed merger of Capital Bank Financial Corp. and First Horizon National Corporation;

NOW, THEREFORE, the parties hereby stipulate and agree as follows, by and through their undersigned counsel, and respectfully request that the Court enter this Stipulation and [Proposed] Consent Order as an Order of the Court:

## **CONSOLIDATION**

1. Pursuant to Fed. R. Civ. P. 42(a), the Actions are hereby consolidated for all purposes including pre-trial proceedings and trial (the “Consolidated Action”).
2. All documents previously filed to date in any of the cases consolidated herein are deemed a part of the record in the Consolidated Action. Plaintiffs hereby designate the complaint filed in the First Action as the Operative Complaint in the Consolidated Action (“Operative Complaint”), and defendants need not respond to the complaint filed in the Second Action or the Third Action.
3. This Order shall apply to the Actions and to each and every Related Action that is subsequently filed in, removed to, or transferred to this Court. Each such Related Action shall be consolidated with the Consolidated Action, and this Order shall apply thereto, unless a party with good cause objects to consolidation as provided herein, or any provision of this Order, within ten (10) days after the date upon which a copy of this Order is served on counsel for such party, by filing an application for relief, and this Court deems it appropriate to grant such application for good cause shown.
4. Every pleading filed in the Consolidated Action, or in any separate action included herein, shall bear the following caption:

UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF NORTH CAROLINA

IN RE CAPITAL BANK FINANCIAL CORP. ) Lead Case No. 3:17-cv-00422-MOC-DSC  
STOCKHOLDER LITIGATION )

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THIS DOCUMENT RELATES TO: )  
ALL ACTIONS )  
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5. All papers filed by the parties and all Orders of this Court shall be entered into the Master Docket. A copy of this Order shall be placed in all dockets in the Actions. The Clerk of the Court is directed to close each of those dockets, other than the Master Docket.

**SERVICE AND RESPONSIVE PLEADINGS DEADLINES**

6. Upon entry of this stipulation, Defendants shall accept service of the complaints filed in the Actions through their counsel without waiving any of their defenses other than with respect to sufficiency of service of process.

7. Defendants shall have until September 30 to respond to the Operative Complaint.

**SERVICE AND RESPONSIVE PLEADINGS DEADLINES**

8. Plaintiffs Bushansky, Parshall and McNamara are appointed Interim Lead Plaintiffs for the putative Class (“Interim Lead Plaintiffs”) in the Consolidated Action.

9. Interim Lead Plaintiffs’ selection of Counsel is approved. Pursuant to Fed. R. Civ. P. 23(g)(3), the law firms of WeissLaw LLP, Rigrodsky & Long, P.A. and Levi & Korsinsky, LLP are appointed Interim Co-Lead Counsel in the Consolidated Action (“Interim Lead Counsel”) and the law firm of Ward Black Law is appointed as Interim Liaison Counsel in the Consolidated Action (“Interim Liaison Counsel”).

10. Defendants take no position with regard to the appointment of Interim Lead Plaintiffs, Interim Lead Counsel, and Interim Liaison Counsel.

11. Interim Lead Counsel shall have the authority to speak for the Interim Lead Plaintiffs in matters regarding pretrial procedure and settlement negotiations.

**SO STIPULATED:**

Dated: August 3, 2017

/s/Janet Ward Black

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*Counsel for defendants First  
Horizon National Corporation and Firestone  
Sub, Inc.*

**SO ORDERED:**

Dated: \_\_\_\_\_

\_\_\_\_\_  
United States District Judge

**CERTIFICATE OF SERVICE**

I hereby certify that on August 3, 2017, I authorized the electronic filing of the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail address denoted on the attached Electronic Mail Notice List.

/s/Janet Ward Black  
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